WIN THE TRIP

RETAILER REWARDS

THE MARLBORO UNLIMITED is running full speed ahead. You're already accumulating the Retailer Rewards points you need to get top quality MARLBORO UNLIMITED GEAR. But the most exciting Retailer Reward is still down the track. The Trip: 6 days and 5 nights of unlimited adventure.

TO QUALIFY FOR A CHANCE TO WIN, YOUR STORE LOCATION MUST ACCUMULATE 75,000 POINTS.

In early 1997, eligible retailers will receive complete instructions and an entry form for the Retailer Rewards Sweepstakes, or, for stores located in Massachusetts, Michigan and Virginia, a Retailer Rewards Contest entry form. (See Sweepstakes Rules below or Contest Rules on back.) A winner will be chosen in every state.

So make the most of this unlimited opportunity. Keep your MARLBORO UNLIMITED POS materials visible and your Unlimited Gear catalog boxes full.

You have until the end of the program to reach your destination and earn your chance to "Get on Board" THE MARLBORO UNLIMITED!

RETAILER REWARDS SWEEPSTAKES OFFICIAL RULES

NO PURCHASE NECESSARY. IF YOUR STORE IS LOCATED IN MASSACHUSETTS, MICHIGAN OR VIRGINIA, SEE REVERSE SIDE FOR CONTEST RULES.

WHO CAN ENTER

1. Participation is limited to authorized retailers 21 years of age and older, who are participants in the Marlboro Unlimited Retailer Rewards Program ("Participating Accounts") and have accumulated 75,000 or more points by the end of the program. Participating Accounts that are eligible to enter this sweepstakes will receive an Official Sweepstakes Entry Form in early 1997.

HOW TO ENTER IF YOU QUALIFY AND RECEIVE A SWEEPSTAKES ENTRY FORM

2. To enter, eligible stores must submit an Official Sweepstakes Entry Form which must be completed and returned to the address featured on the Sweepstakes Entry Form by April 15, 1997. Entries must be on Official Entry Forms only. No photocopied or mechanically reproduced forms will be accepted. Entries become the property of Philip Morris Incorporated ("Sponsor") and will not be returned. Sponsor will not be responsible for lost, late, damaged, postage-due or misdirected mail. Incomplete/illegible/mutilated entries, entries without a signature or entries which do not include a date of birth will be deemed null and void.

SELECTION OF WINNERS

3. 47 Grand Prize Winners will be selected, one (1) from each state other than Massachusetts, Michigan and Virginia. Winners will be selected in a random drawing conducted on or about April 30, 1997. In the event that a chain has signed up for the program at the headquarters level ("Headquarters Account"), each individual store location in the chain (*"Headquarters Account Store") that has accumulated 75,000 or more* points will be eligible to enter the sweepstakes (on behalf of the chain), based on the state in which the individual store is located. If a Headquarters Account Store is selected in the random drawing, the chain headquarters will be deemed the official winner. All drawings will be conducted by Carlson Braddy & Associates whose decisions are final. Winners will be notified by Certified Mail on or about May 15, 1997.

4. The awarding of any prize will be made in accordance with the participating retail account's written policy governing awards. All chain stores are subject to chain restrictions as to prize receipt or winner designation. For Headquarters Accounts, chain headquarters has complete discretion to determine who will be awarded the prize (i.e., ride on the train). Awarding of prizes is limited to employees in good standing of the Participating Account at the time of prize notification, who are legal residents of the United States, and 21 years of age or older.

PRIZES

5. Grand Prize consists of a six (6) day/five (5) night trip for two (2) on the Marlboro Unlimited train, including round-trip coach air transportation to/from point of embarkation/debarkation, meals (aboard train), lodging (one room, double occupancy) and activities (Approximate Retail Value – $5,000 each prize). Travel must occur on dates specified by Philip Morris Incorporated. Travel is scheduled to occur between August and October 1997. The Marlboro Unlimited train will travel through the states of CO, *ID, MT and WY. Travel dates and routes are subject to change at the sole* discretion of Philip Morris Incorporated. Winners are entitled to select one (1) traveling companion to accompany them on the trip. Traveling companion must be 21 years of age or older at the time of winner notification. Winner will also be accompanied by a Philip Morris Representative.

6. Limit one prize per person. The odds of winning in a particular state will depend on the number of stores entered in that state. Awarding of prizes is subject to applicable federal, state and local laws and regulations. Federal, state and local taxes are the responsibility of the winner. Sponsor reserves the right to provide a cash alternative at its sole discretion. Winners must execute an Affidavit of Eligibility/ Medical Release/Lisbility Release within 14 days of attempted notification. Traveling Companions must sign and return a Medical Release/Liability Release no less than 45 days prior to departure. Failure to return the Affidavit and Releases within this time period may result in disqualification and selection of an alternate winner. All prizes will be awarded. By acceptance of prize, winners agree to be bound by these rules and consent to Philip Morris' use of their name, likeness and biographical information for commercial purposes without additional notification or compensation, except where prohibited by law. **VOID IN MASSACHUSETTS, MICHIGAN AND VIRGINIA** and where otherwise prohibited or restricted by law. Employees, and their immediate families, of Philip Morris Incorporated, its divisions, subsidiaries, affiliates and agencies are not eligible.

WINNERS LIST

7. For a list of winners, (available after August 31, 1997) send a self-addressed, stamped envelope to: Marlboro Unlimited Sweepstakes Winners, P.O. Box 5322, Parsippany, NJ 07054-6322. Requests must be received by June 15, 1997.

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